



SIGNED THIS 1st day of July, 2022

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.

Rebecca B. Connelly

Rebecca B. Connelly
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF VIRGINIA
Lynchburg Division**

IN RE:

A.G. DILLARD, INC.¹

DEBTOR.

**A.G. DILLARD, INC., AS DEBTOR IN
POSSESSION,**

MOVANT,

V.

**BLUE RIDGE BANK, N.A.,
1ST SOURCE BANK,
AVT VIRGINIA, L.P.,
THE HUNTINGTON NATIONAL BANK,
BLUE BRIDGE FINANCIAL, LLC,
ATLANTIC UNION EQUIPMENT
FINANCE, COUNTY OF FLUVANNA,
VIRGINIA, AND**

Chapter 11
Case No. 22-60115-RBC

Contested Matter

¹ The Debtor in this Chapter 11 Case and the last four digits of its taxpayer identification number are as follows: A.G. Dillard, Inc. (2048). The Debtor's headquarters are located at 295 Memory Lane, Troy, Virginia 22974.

**CATERPILLAR FINANCIAL SERVICES
CORPORATION,
RESPONDENTS.**

**ORDER GRANTING THE MOTION OF THE DEBTOR FOR (I) AUTHORITY TO
SELL PROPERTY OF THE ESTATE AT PRIVATE SALE FREE AND CLEAR OF ALL
LIENS, CLAIMS, RIGHTS, AND INTERESTS PURSUANT TO 11 U.S.C. § 363 AND
BANKRUPTCY RULE 6004; (II) AUTHORITY RELATED TO CLOSING AND
DISTRIBUTION OF SALE PROCEEDS; AND (III) RELATED RELIEF**

Upon the motion (the “**Motion**”)² of A.G. Dillard, Inc., the Debtor and Debtor-in-Possession (the “**Debtor**”), by its undersigned counsel, seeking an order granting the Debtor (i) the authority to sell property of the estate at private sale, free and clear of all liens, claims, rights, and interests pursuant to 11 U.S.C. § 363 and Federal Rule of Bankruptcy Procedure (“**Bankruptcy Rule**”) 6004, (ii) authority related to the closing and the distribution of the sale proceeds, and (iii) related relief; and the Court having considered the pleadings, evidence, and/or arguments of counsel; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and proper notice of the Motion having been provided to all necessary and appropriate parties; and for good and sufficient cause shown, **IT IS
HEREBY ADJUDGED, ORDERED, AND DECREED THAT:**

1. The Motion is **GRANTED** as provided herein.
2. The sale to PPL Acquisition Group XIV, LLC and its assigns, and Alex Lyon and Son Sales Managers and Auctioneers, Inc. (collectively, the “**Buyer**”) in the amount of \$2,862,500.00 (the “**Purchase Price**”) is **APPROVED**. The Purchase Price is to be wired to the

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

Debtor within three (3) business days of the date of entry of this Order to be dispersed consistent with the terms of this Order. Any commission related to this sale will be paid directly by the Buyer in addition to the Purchase Price.

3. The Debtor is hereby authorized:

- a. To sell the Equipment described in **Exhibit A** attached to this Order at private sale to the Buyer, free and clear of all liens, claims, rights, and interests pursuant to 11 U.S.C. § 363(f) and Bankruptcy Rule 6004, with the Liens and Claims attaching to the sale proceeds;
- b. To exercise the requisite authority related to the closing and the distribution of the sale proceeds as more fully described in the Motion, including but not limited to the authority to sign and deliver the titles to any titled Equipment and other usual and customary documents necessary for closing the sale; and
- c. To pay from the Purchase Price the proceeds of the sale to the Payees in the respective amounts set forth in **Exhibit B** attached hereto (the “**Payment**”) within ten (10) business days of the Debtor’s receipt of the Purchase Price from the Buyer.³

4. The Buyer is deemed to be a good faith purchaser for value within the meaning of 11 U.S.C. § 363(m).

5. Upon receipt of the Payment, the Payees shall release their lien(s) on the Equipment within a reasonable period of time and/or as required by applicable state law.

³ Blue Ridge Bank and Blue Bridge Financial have consented to the sale with its designated Payment to be held in escrow pending agreement with the Debtor and the Official Committee of Unsecured Creditors and further order of the Court.

6. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry, and any applicable stay of this Order is waived in its entirety.

7. This Court shall retain jurisdiction to hear and determine all matters arising from and/or related to the interpretation and/or implementation of this Order.

End of Order

We ask for this:

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EXHIBIT A

Item	Year	Make/Model	Type	Serial No.	Lienholder
1	2019	RHODES WARRIOR 32'	DUMP TRAILER	1A9SD3236KP432903	1st Source Bank
2	2019	KENWORTH JJ T880	DUMP TRUCK	1NKZXP0X3KJ251048	1st Source Bank
3	2018	GOMACO 3300	Slipform Paver	903100-357	1st Source Bank
4	2020	Western Star 4900-EX	Tractor	5KJNABFG5LPMD7635	Atlantic Union Equip. Fin.
5	2018	CAT 335FLCR	Excavator	SGJ20268	AVT Virginia LP
6	2018	CAT 336FL	Excavator	RKB21183	AVT Virginia LP
7	2018	CAT 349FL	Excavator	BZ220365	AVT Virginia LP
8	2018	CAT D8T	Crawler Dozer	FMC01568	Huntington/TCF (Avtech)
9	2007	CAT 314 CLCR	Excavator	PCA01489	Blue Bridge Financial
10	2019	Kubota U35-4	Mini Excavator	12649	Blue Bridge Financial
11	2019	Kenworth T370	Dump Truck	2NkhLJ9X6KM371863	Blue Bridge Financial
12	1992	Case 860	Turbo Trencher	JAF0105070	Blue Ridge Bank
13	2007	CAT D3GXL	Crawler Dozer	JMH02721	Blue Ridge Bank
14	2007	MACK CV713	T/A Dump Truck	1M2AG11C97M060548	Blue Ridge Bank
15	2016	GMC 2500 HD SLT	Pickup Truck	3GTU2MEC5GG242584	Blue Ridge Bank
16	2006	Ingersoll-Rand DD10S	Tandem Vibratory Roller	10001	Blue Ridge Bank
17	2019	Caterpillar	Angle Broom Attachment	0BX802712	Blue Ridge Bank
18	1985	Ford F750	Flatbed Lift Truck	1FDPK74N6FVA24981	Blue Ridge Bank
19	1998	Chevrolet S10 LS	Pickup Truck	1GCCS1947WK246768	Blue Ridge Bank
20	1987	International S1900	Single Axle Fuel Truck	1HTLDTVR1HHA20402	Blue Ridge Bank
21	1994	Mack MS300	Single Axle Roll-Back Truck	VG6M118B9RB301177	Blue Ridge Bank
22	1987	International S1900	Single Axle Fuel Truck	1HTLOTVN9HH519622	Blue Ridge Bank
23	1999	Viper	Screening Plant	V66021	Blue Ridge Bank
24	1986	Ford 8000	Tandem Axle Dump Truck	1FDYU8OU3GVA39537	Blue Ridge Bank
25	2005	Sundowner Pro Stock 20	T/A Horse Trailer	13SAX282651AA6489	Blue Ridge Bank
26	1977	Ford 515	Wheel Tractor	C535664	Blue Ridge Bank
27	1998	Finn T-90-III	Hydro Seeder	T907OR0A228A	Blue Ridge Bank
28	1998	PITTS LT42	T/A Log Trailer	1PELT4228WP980370	Blue Ridge Bank
29	2013	GMC 3500HD W/T	S/A Service Truck	1GD312CG8DF118133	Blue Ridge Bank
30	1994	MACK RD690S	T/A Dump Truck	1M2P264C2RM014578	Blue Ridge Bank
31	2000	MACK RD688S	T/A Dump Truck	1M2P267C9YM054831	Blue Ridge Bank
32	2003	MACK CV713	T/A Dump Truck	1M2AG11C23M002243	Blue Ridge Bank
33	2003	MACK CV713	T/A Dump Truck	1M2AG11C03M002242	Blue Ridge Bank
34	2016	GMC 2500 HD SLT	Pickup Truck	1GT12TEG7GF276642	Blue Ridge Bank
35	2007	MACK CV713	T/A Dump Truck	1M2AG11C77M060547	Blue Ridge Bank
36	2012	Air Burners S-327	Pit Burner	S27FBN12461	Blue Ridge Bank
37	2018	GMC Terrain SLT	SUV	3GKALVEX5JL295572	Blue Ridge Bank
38	2019	GMC Yukon Denali	SUV	1GKS2CKJ8KR247652	Blue Ridge Bank
39	2020	GMC 1500 SLE	Pickup Truck	3GTU9BED0LG178988	Blue Ridge Bank
40	2020	GMC 1500 SLE	Pickup Truck	3GTU9BED6LG184391	Blue Ridge Bank
41	2019	GMC 2500 HD SLT	Pickup Truck	1GT12REY4KF235972	Blue Ridge Bank
42	2013	Kenworth		1NKDXPTX8DJ344785	Blue Ridge Bank
43	2018	GMC 2500 HD SLT	Pickup Truck	1GT12TEG3JF173886	Blue Ridge Bank
44	2019	GMC 2500 HD Sierra	Pickup Truck	2GT22NEGOK1157850	Blue Ridge Bank
45	2016	CAT 299D2	Compact Track Loader	FD201705	Caterpillar Fin. Svcs. Corp.
46	2019	CAT 323-07	Excavator	RAZ10324	Caterpillar Fin. Svcs. Corp.
47	2019	CAT 305E2CR	Mini Excavator	H5M09505	Caterpillar Fin. Svcs. Corp.
48	2019	CAT 950GC	Wheel Loader	M5T01228	Caterpillar Fin. Svcs. Corp.

EXHIBIT B

Payee	Allocation	Taxes	Payment
1st Source Bank	\$ 396,899.46	\$ 21,899.46	\$ 375,000.00
Atlantic Union Equipment Finance	\$ 132,767.00	\$ 7,615.42	\$ 125,151.58
AVT Virginia LP	\$ 521,533.39	\$ 21,533.39	\$ 500,000.00
Huntington	\$ 380,000.00	\$ 16,465.19	\$ 363,534.81
Blue Bridge Financial	\$ 179,000.00	\$ 4,221.55	\$ 174,778.45
Caterpillar Financial Services Corp.	\$ 337,696.72	\$ 14,696.72	\$ 323,000.00
Blue Ridge Bank	\$ 904,603.43	\$ 33,997.26	\$ 870,606.17
County of Fluvanna	\$ -	\$ -	\$ 120,428.99
Post-Closing Reserve	\$ 10,000.00	\$ -	\$ 10,000.00
TOTALS	\$ 2,862,500.00	\$ 120,428.99	\$ 2,862,500.00